

**THE BLUEPRINT:
GOVERNANCE PRINCIPLES OF THE BOARD OF GOVERNORS
OF THE STATE BAR OF CALIFORNIA**

(Adopted by the Board of Governors, August 26, 2000)

PREAMBLE: In order to better serve the interests of its members, the public, the courts, our system of justice, and the legislature, with the assistance and support of its Executive Director and staff, the Board of Governors of the State Bar of California hereby adopts the following Blueprint for Governance.

ARTICLE 1 – ROLE OF THE BOARD

- 1.1 All members of the Board are public officials, acting under oath, and the Board constitutes the highest decision-making body of the State Bar.
- 1.2 The Board is to establish and monitor policies which implement the mission, goals and objectives of the State Bar within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.
- 1.3 On an annual basis, the Board is responsible for adopting, evaluating, and modifying a long-range plan that addresses both present and future challenges and opportunities for the State Bar. The plan will express the vision, mission, goals and objectives of the State Bar.
- 1.4 The Board is responsible for implementing statutorily mandated policies for the State Bar.
- 1.5 The Board is responsible for establishing policies, programs and services which benefit and advance the interests of the public, the members of the State Bar, the justice system, and the legislature in access to justice and ethical, competent and professional legal services. Services to the membership shall include providing member resources related to the practice of law and the enhancement of the profession.
- 1.6 The Board appoints the Executive Director, who is charged with State Bar business. The Board sets policies and establishes limitations for the activities of the Executive Director, executing Board policy within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.
- 1.7 The Board shall bi-annually review the performance of the Executive Director concerning the implementation of Board policies and the adherence to established parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.
- 1.8 The Board shall appoint a lawyer admitted to practice in California to serve as Chief Trial Counsel, subject to confirmation by the Senate. The Chief Trial Counsel shall report to and serve under the Discipline Committee of the Board of Governors and shall not serve under the direction of the Chief Executive Officer.

- 1.9 The Board shall select annually a person who may not be a member of the State Bar as Secretary of the State Bar to serve within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.

ARTICLE 2 – ROLE OF THE EXECUTIVE DIRECTOR

- 2.1 The Executive Director is responsible for the implementation of Board policies and adhering to parameters of authority established by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.
- 2.2 The Executive Director is responsible for the management and operation of the State Bar's regulatory and disciplinary programs and professional association activities within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law..
- 2.3 The Executive Director is responsible for preparing and implementing the annual budget, subject to the approval of the Board, as well as leadership and management of the State Bar staff.
- 2.4 Consistent with other policies and within parameters established by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law, the Executive Director speaks for the State Bar.

ARTICLE 3 – RELATIONSHIP OF THE BOARD AND EXECUTIVE DIRECTOR

- 3.1 The Executive Director reports to the Board of Governors.
- 3.2 The Executive Director shall keep the Board informed of matters of significance which may affect the State Bar and how the programs and policies of the Board are being implemented.
- 3.3 The Executive Director shall implement Board policy within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.
- 3.4 The Executive Director shall be responsible for the day to day operations of the State Bar and management and leadership of the State Bar staff. Board members shall not be involved with day to day operations and management, except for routine committee work, without the approval of the President.
- 3.5 The Board and Executive Director shall work cooperatively with each other towards the goal of making informed and strategically appropriate policies in the interest of the State Bar.

ARTICLE 4 – BOARD MEETINGS

- 4.1 The meetings of the Board shall be governed by Robert's Rules of Order.
- 4.2 The conduct of Board meetings shall be directed by the President and guided by the principle of encouraging critical thinking, due diligence and full and informed debate in

its decision making process.

- 4.3 The Executive Director shall manage and direct the staff's preparation of informative, relevant and thorough agenda materials.
- 4.4. In appropriate circumstances, the Board shall seek staff and public comment on issues being considered by the State Bar.
- 4.5 The Board shall abide by the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California, adopted by the Board of Governors and effective October 1, 1985, or as later amended.
- 4.6 The Board may consider any matter properly before it concerning the governance or executive functions of the State Bar.
- 4.7 Board meeting time should prioritize the discussion of relevant information and policy considerations surrounding issues and activities of major impact upon the legal profession, the effective administration of the profession, and access to the legal system by the public.

ARTICLE 5 – BOARD GOVERNANCE

- 5.1 The Board, under the leadership of its President, shall establish a committee structure that focuses on core functions necessary for the operation of this public corporation. The Board shall strive to use limited-term Task Forces that include members of the Board, staff, profession and public, with the greatest experts in the area of consideration. Committees and Task Forces shall be designated by the President as necessary to carry out the public and professional functions of the State Bar. The President shall designate the chairperson of such bodies.
- 5.2 The State Bar shall provide a comprehensive orientation session for new members at the beginning of their term on the Board. This session shall include extensive materials, review of the long-range plan, tutorials on key programs and challenges, meetings with continuing Board members and key staff members, and visits to State Bar facilities.
- 5.3 A strategic planning meeting shall be conducted annually. The objective will be to utilize the expertise of those members leaving the Board and to include new members of the Board in this critical planning process. This meeting should be conducted at or about the time of the Annual Meeting of the State Bar.

ARTICLE 6 – FURTHER DUTIES OF BOARD AND OUTREACH

- 6.1 Board Members shall, to the extent practicable, attend general and special meetings of the full board.
- 6.2 On appointment by the President, Board Members shall serve on Board Committees and Task Forces and shall serve as liaison to organizations within the extended State Bar family, including the Judiciary, the Legislature, the Conference of Delegates and the Sections.
- 6.3 Each Attorney Board Member shall serve as a representative of the Members of the State

Bar of the District from which the Board Member is elected. Representation shall include acting as a liaison to the District membership, keeping the District membership informed of State Bar activities and services, and performing ceremonial functions as a Member of the Board of Governors.

ARTICLE 7 – COMMUNICATION OF BOARD POLICIES AND ACTIONS

- 7.1 The Board, speaking through the President or other designated person, shall be responsible for explaining its own policy decisions to the media, the membership, other governmental entities and the public. The Executive Director or other designated person shall be responsible for explaining to the above mentioned audiences the rules and regulations of the State Bar, its position on questioned issues, as well as actions of the Bar's employees, including but not limited to, the manner in which Board policy decisions were or will be implemented.
- 7.2 An individual member of the Board shall not be prohibited from communicating with anyone so long as said communication is clearly designated as that Board member's individual act, opinion, or position and not that of the State Bar; and further provided that no confidential matter or document shall be commented upon and no confidential material shall be communicated without prior approval of the Board.
- 7.3 A claimed breach of confidentiality of actions, deliberations and discussions by the Board occurring during closed Board meetings, including executive sessions, shall compel the Board to conduct a fair and prompt investigation into the facts and circumstances of the allegation. If it is determined that a breach of confidentiality has occurred, the individual shall be afforded the opportunity to respond to the claim. The findings and recommendations of the investigating body shall be submitted to the Board. Upon its conclusion that a breach of confidentiality occurred, the Board may privately or publicly reprimand or censure that individual for such violation. The Board shall take those steps necessary to preserve the position, resources and assets of the State Bar should any litigation or other source of liability against the State Bar arise from the breach of confidentiality.